

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtors:

Carlton Woolen Mills, Inc.

Page 2

Prior Bankruptcy Case Filed Within Last 6 Years (If more than one, attach additional sheet)Location
Where Filed: **NONE**

Case Number:

Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)

Name of Debtor:

NONE

Case Number:

Date Filed:

District:

Relationship:

Judge:

Signatures**Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

☒ **Not Applicable**

Signature of Debtor

☒ **Not Applicable**

Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature(s) of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X

Signature of Authorized Individual

Paul Koroski

Print or Type Name of Authorized Individual

Senior Vice President & CFO

Title of Authorized Individual

Date

2/17/06**Signature of Attorney**

X

Signature of Attorney for Debtor(s)

Robert J. Keach,

Printed Name of Attorney for Debtor(s) / Bar No.

Bernstein, Shur, Sawyer & Nelson

Firm Name

100 Middle Street P.O. Box 9729

Address

Portland, ME 04104 (207) 774-1200

Telephone Number

Date

2/17/06**Signature of Non-Attorney Petition Preparer**

I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document.

Not Applicable

Printed Name of Bankruptcy Petition Preparer

Social Security Number

Address

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

☒ **Not Applicable**

Signature of Bankruptcy Petition Preparer

Date

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

Exhibit A

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11)

☒ Exhibit A is attached and made a part of this petition.**Exhibit B**

(To be completed if debtor is an individual whose debts are primarily consumer debts)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he/she] may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, and have explained the relief available under each such chapter.

X

Signature of Attorney for Debtor(s)

Date




Case No. _____
Chapter **11**

Exhibit "A" to Voluntary Petition

1. If any of debtor's securities are registered under section 12 of the Securities and Exchange Act of 1934, the SEC file number is .
2. The following financial data is the latest available information and refers to debtor's condition on 12/31/99. **(at book value)**
- a. Total assets \$ 27,241,000
- b. Total debts (including debts listed in 2.c., below) \$ 27,098,000

Approximate
number of
holders

- c. Debt securities held by more than 500 holders.
- | | | |
|---------|-----------|--------------|
| secured | unsecured | subordinated |
|---------|-----------|--------------|

- d. Number of shares of preferred stock

- e. Number of shares of common stock

Comments, if any:

3. Brief description of debtor's business:

Manufacturer of textiles

4. List the name of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:

Allied Textile Companies, PLC

CERTIFICATION OF VOTES

CARLETON WOOLEN MILLS, INC.

**ACTIONS TAKEN BY
THE BOARD OF DIRECTORS AT EMERGENCY MEETING
FEBRUARY 3, 2000**

The undersigned being the Assistant Secretary of the above-named corporation (the "Corporation"), hereby certifies that the following votes were taken and the following resolutions passed by the board of directors at an emergency meeting held on February 3, 2000, all members being present or present by telephone, as permitted by the by-laws of the Corporation, and all members having waived any further requirements for notice of said meeting:

VOTED: That the Corporation be and hereby is authorized and empowered to file a petition for relief pursuant to Chapter 11 of the United States Bankruptcy Code and to take such actions, execute, endorse and deliver such documents and instruments and enter such agreements as may be necessary or appropriate to prosecute such Chapter 11 case and to effect a plan of reorganization or of liquidation for the Corporation.

VOTED: That the President and any Senior Vice President of the Corporation be and hereby is authorized and empowered on behalf of the Corporation to take such actions, enter such agreements and execute, endorse and deliver such documents as may be necessary or appropriate to effect the foregoing resolution.

VOTED: That the President and any Senior Vice President of the Corporation be and hereby is authorized and empowered to employ Robert J. Keach, Esq. and the law firm of Bernstein, Shur, Sawyer & Nelson ("BSSN") to represent the Corporation in all matters related to the Chapter 11 case, and is further authorized and empowered to retain David Ferrari and Argus Management ("Argus") to provide financial consulting and interim management services to the Corporation in connection with such case, including the payment of such retainers to BSSN and Argus as the President or such Vice President shall deem appropriate.

Dated: February 3, 2000.

Paul Korach

Assistant Secretary

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Judge:

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☒ **Not Applicable**

Signature of Debtor

☒ **Not Applicable**

Signature of Joint Debtor

Telephone Number (If not represented by attorney)

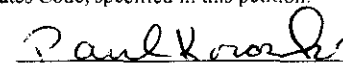
Date

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Signature of Authorized Individual

Paul Koroski

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**Robert J. Keach,**

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Exhibit A

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(To be completed if debtor is an individual whose debts are primarily consumer debts)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he/she] may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, and have explained the relief available under each such chapter.

X

Signature of Attorney for Debtor(s)

Date

FORM B1 United States Bankruptcy Court District of Maine		Voluntary Petition	
Name of Debtor (if individual, enter Last, First, Middle): Carlton Woolen Mills, Inc.		Name of Joint Debtor (Spouse)(Last, First, Middle):	
All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 6 years (include married, maiden, and trade names):	
Soc. Sec./Tax I.D. No. (if more than one, state all): 01-03-66810		Soc. Sec./Tax I.D. No. (if more than one, state all):	
Street Address of Debtor (No. & Street, City, State & Zip Code): 51 Main Street Winthrop, ME 04364		Street Address of Joint Debtor (No. & Street, City, State & Zip Code):	
County of Residence or of the Principal Place of Business: Kennebec		County of Residence or of the Principal Place of Business:	
Mailing Address of Debtor (if different from street address): P.O. Box 317 Winthrop, ME 04364		Mailing Address of Joint Debtor (if different from street address):	
Location of Principal Assets of Business Debtor (if different from street address above):			
Information Regarding the Debtor (Check the Applicable Boxes)			
Venue (Check any applicable box)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
Type of Debtor (Check all boxes that apply)		Chapter or Section of Bankruptcy Code Under Which the Petition is Filed (Check one box)	
<input type="checkbox"/> Individual(s) <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Other _____		<input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Sec. 304 - Case ancillary to foreign proceeding	
<input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker		<input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13	
Nature of Debts (Check one box)		Filing Fee (Check one box)	
<input type="checkbox"/> Consumer/Non-Business <input checked="" type="checkbox"/> Business		<input checked="" type="checkbox"/> Full Filing Fee Attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3.	
Chapter 11 Small Business (Check all boxes that apply)			
<input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101 <input type="checkbox"/> Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e) (Optional)			
Statistical/Administrative Information (Estimates only)			
<input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.			
Estimated Number of Creditors			
1-15	16-49	50-99	100-199
<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Estimated Assets			
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Estimated Debts			
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

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THIS SPACE IS FOR COURT USE ONLY

U.S. BANKRUPTCY COURT
 DISTRICT OF MAINE
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